

# VECTOR

Corporate Finance Lawyers

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File No. 1036

April 30, 2002

VIA COURIER

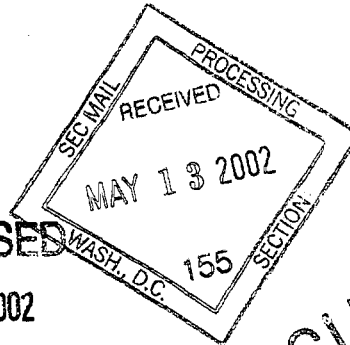
Attention: Aimee Vander-Vliet  
Capital Markets Regulation Division

British Columbia Securities Commission  
P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, B.C. V7Y 1L2

PROCESSED

MAY 29 2002

THOMSON  
FINANCIAL



SUPPL

Dear Sirs:

re: Goldcliff Resource Corporation (the "Company")  
Debt Settlement  
Filing of BC Form 45-902F (formerly Form 20), Report of Exempt Distribution

On behalf of the Company, we enclose the following documentation:

1. BC Form 45-902F, dated April 26, 2002, which has been originally executed by Leonard W. Saleken, the President and a director of the Company.
2. Fee Checklist, Securities Act Regulation, together with cheque drawn on the Company's account in the amount of \$100 payable to the "British Columbia Securities Commission" in payment of the requisite filing fee.

We trust you will find the same in order.

Yours very truly,  
VECTOR Corporate Finance Lawyers

Per:

Lindsay Salt  
Legal Assistant

ls  
Encl.  
cc:

TSX Venture Exchange (Attn: Index/Treasury Order Specialist, Market Information Services)  
Goldcliff Resource Corporation (Attn: Leonard W. Saleken, w/o encls.)  
Alberta Securities Commission (Attn: Disclosure Section, w/encl.)  
Securities & Exchange Commission, Division of Corporate Finance - Exemption No. 82-2748  
Standard & Poor's Corporation (Attn: Library, Corporate Files Manager)

BC FORM 45-902F (Formerly Form 20)

Securities Act (British Columbia)

Report of Exempt Distribution

1. State the full name, address and telephone number of issuer of the security distributed.

Goldcliff Resource Corporation

Name of Issuer

920-470 Granville Street, Vancouver, B.C. V6C 1V5

Address

(604) 685-5686

Telephone Number

2. State whether the Issuer is or is not a reporting issuer and, if reporting, the jurisdictions in which it is reporting.

The Issuer is a reporting issuer in the provinces of British Columbia and Alberta

3. State whether the issuer is listed or quoted on any stock exchange or trading or quotation system and, if so, which stock exchange or trading or quotation system.

TSX Venture Exchange

4. Describe the type of security and the aggregate number distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date.

584,529 Common Shares without par value.

5. Provide the following information for each type of security distributed. Consult Multilateral Instrument 45-102, *Resale of Securities*, to determine what restricted or seasoning period applies to the security.

Full name of purchaser and municipality and jurisdiction of residence	Number of securities purchased	Date of distribution	Price per security/total purchase price (\$Cdn.)	Exemption relied on	Length of any restricted or seasoning period
Grant F. Crooker Keremeos, B.C.	20,000 Common	Apr.24/2002	\$0.10	s.128(e) -R	12months + 1 day
GFC Consultants Inc. Keremeos, B.C.	60,874 Common	Apr.24/2002	\$0.10	s.128(e) -R	12months + 1 day
Geotec Consultants Ltd. Vancouver, B.C.	311,506 Common	Apr.24/2002	\$0.10	s.74(2)(9) - A	12months + 1 day

Full name of purchaser and municipality and jurisdiction of residence	Number of securities purchased	Date of distribution	Price per security/total purchase price (\$Cdn.)	Exemption relied on	Length of any restricted or seasoning period
Interpretex Resources Ltd. Surrey, B.C.	103,415 Common	Apr.24/2002	\$0.10	s.128(e) -R	12months + 1 day
Scott, Bissett Vancouver, B.C.	88,734 Common	Apr.24/2002	\$0.10	s.128(e) -R	12months + 1 day
<b>Total:</b>	<b>584,529</b> Common		\$0.10		

A = Securities Act (British Columbia)

R = Rules

6. Disclose the following information in a schedule to the Form 45-902F. The information in the schedule is not available to the public.

Full name and residential address of purchaser	Telephone number and E-mail address of purchaser	Type of security and number purchased	Exemption relied on
	See Schedule "A" attached hereto		

7. State the total dollar value (Canadian \$) of the securities distributed by the issuer to purchasers resident in British Columbia. This total dollar value must be used for calculating the fee payable for filing this report with the British Columbia Securities Commission.

\$58,452.95

8. Provide the following information for each person who is being compensated in connection with the distribution(s) of the security. When disclosing compensation paid or to be paid, include discounts, commissions or other fees or payments of a similar nature directly related to the distribution. Do not include payments for services incidental to the trade, such as clerical, printing, legal or accounting services.

If the compensation is in the form of a security, include the exemption under which the security is being distributed. If the security is being distributed on a later date, the issuer must file a separate Report of Distribution with the applicable filing fee.

n/a

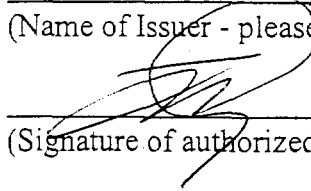
The undersigned hereby certifies that the statements made in this report and in any schedule to this report are true and correct.

DATED at Vancouver, B.C., this 26 day of April, 2002.

Goldcliff Resource Corporation

(Name of Issuer - please print)

Per:

  
(Signature of authorized signatory)

Leonard W. Saleken, President

(Name and office of authorized signatory - please print)

**IT IS AN OFFENCE FOR A PERSON TO MAKE A STATEMENT IN A RECORD REQUIRED TO BE FILED OR PROVIDED UNDER THE SECURITIES ACT THAT, AT THE TIME AND IN THE LIGHT OF CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.**

#### **INSTRUCTION:**

File this report with the British Columbia Securities Commission on or before the 10th day after the distribution of the security with a completed Fee checklist and the required fee. In order to determine the fee payable, consult item 19 of section 22 of the Securities Regulation, R.B.C. Reg. 196/197, as amended. For calculating the fee payable, use the total dollar value of the securities distributed in British Columbia set out in item 7 of this report. Cheques should be made payable to the "British Columbia Securities Commission".

For further information and guidance on preparing and filing this report, please refer to FAQs at [www.bcsc.bc.ca](http://www.bcsc.bc.ca).

#### **Notice – Collection and use of personal information**

The personal information required under this form is collected on behalf of and used by the British Columbia Securities Commission for the purposes of the administration and enforcement of the Securities Act. All of the information required under this form, except for the information contained in the schedule required under section 6, is made available to the public under the Securities Act. If you have any questions about the collection and use of information, contact the British Columbia Securities Commission, P.O. Box 10142, Pacific Centre, 701 West Georgia Street, Vancouver, B.C. V7Y 1L2. Telephone: (604) 899-6854. Toll free in British Columbia and Alberta 1-800-373-6393.

**Schedule "A" to BC Form 45-902F**

<b>Full name and residential address of purchaser</b>	<b>Telephone number and E-mail address of purchaser</b>	<b>Type of security and number purchased</b>	<b>Exemption relied on</b>
Grant F. Crooker P.O. Box 404 Keremeos, B.C. V0X 1N0	Tel: (250) 499-2549 E-mail: n/a	20,000 Common	s.128(e) -R
GFC Consultants Inc. P.O. Box 404 Keremeos, B.C. V0X 1N0	Tel: (250) 499-2549 E-mail: n/a	60,874 Common	s.128(e) -R
Geotec Consultants Ltd. 6976 Laburnum Street Vancouver, B.C. V6P 5M9	Tel: (604) 261-7477 E-mail: <a href="mailto:geotec@axionet.com">geotec@axionet.com</a>	311,506 Common	s.74(2)(9) -A
Interpretex Resources Ltd. 13000 54A Avenue Surrey, B.C. V3X 3E2	Tel: (604) 591-8111 E-mail: <a href="mailto:ehrockel@shaw.ca">ehrockel@shaw.ca</a>	103,415 Common	s.128(e) -R
Scott, Bissett 1040-999 West Hastings Street Vancouver, B.C. V6C 2W2	Tel: (604) 683-1102 E-mail: <a href="mailto:gscott@vectorlaw.com">gscott@vectorlaw.com</a>	88,734 Common	s.128(e) -R
	<b>Total:</b>	<b>584,529 Common</b>	

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